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RECORDATION NO. FILED 1428

SEP 1 1995 -11 50 AM

INTERSTATE COMMERCE COMMISSION

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OF COUNSEL
URBAN A. LESTER

September 1, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement (with Lease Schedule No. 801 attached) dated as of August 18, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856-5151

Lessee: Quantum Chemical Corporation
(through its division, ~~Pitney~~ Suburban Propane)
99 Wood Avenue South
Iselin, New Jersey 08830

A description of the railroad equipment covered by the enclosed document is:

One Hundred (100) tank cars bearing reporting marks and road numbers
SPGX 100 through SPGX 199.

Counterparts - Betty J. [unclear]

Mr. Vernon A. Williams

September 1, 1995

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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

SEP. 1 1995 -11 50 AM

MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT
INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 7743958 (the "Lease Agreement") dated as of June 30, 1995, and that certain Lease Schedule No. 801 dated as of August 18, 1995 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and Quantum Chemical Corporation (through its division, Suburban Propane), ("Lessee"), having its principal place of business located at 99 Wood Avenue South, Iselin, NJ 08830, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Master Equipment Lease Agreement (the "Memorandum") to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and is effective as of the 18th day of August, 1995.

LESSOR:

PITNEY BOWES CREDIT CORPORATION

BY: Tyler G. FranzilloITS: Region Credit ManagerDATE: August 18, 1995

LESSEE:

QUANTUM CHEMICAL CORPORATION
(through its division,
Suburban Propane)BY: C. J. HaggITS: Vice PresidentDATE: August 18, 1995Approved by
Legal DepartmentKOM


Exhibit A

One Hundred (100) 33,687 gallon, non-coiled, insulated railroad tank cars, Spec #3349, Model #60-337-1, DOT 112J340W manufactured by Trinity Industries with registration numbers SPGX 100 to and including SPGX 199.

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut)
) SS:
County of Fairfield)

On this 18th day of August, 1995, before me personally appeared Tyler G. Tranzillo, to me personally known, who being by me duly sworn, says that he is the Region Credit Manager of Pitney Bowes Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

DELL S. LOPATO
NOTARY PUBLIC
My Commission Expires March 31, 1998.

My commission expires _____

Seal

CORPORATE FORM OF ACKNOWLEDGEMENT

State of New Jersey)
County of Morris) SS:

On this 18th day of August, 1991, before me personally appeared Charles T. Hoepper, to me personally known, who being by me duly sworn, says that he is the Vice President of Quantum Chemical Corporation (through its division, Suburban Propane), that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara J. Verdon

Signature of Notary Public

BARBARA J. VERDON
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APR. 24, 1999

My commission expires _____

Seal